AMERICAN SENIORS ASSOCIATION HOLDING GROUP, INC.

NOTICE OF SPECIAL SHAREHOLDERS MEETING

The Company and 10% of the shareholders hereby notify you of a Special Shareholders Meeting which will be held:

Place, Day and Hour: **EXECUTIVE CONFERENCE CENTER/HARTSFIELD-JACKSON INTERNATIONAL AIRPORT in Atlanta Georgia, Monday March 23, 2015 at 1:00 pm.**

Purpose: The purpose is to vote on the following Shareholder proposals:

◯ To reduce the Board of Directors to elect Loretta Higgins as the sole Director.

OR

◯ Elect Paul Cornell, Carlos Ryerson and Randy Nichols to the Board of Directors.

To ensure that this notice complies with the law it is being called by 10% of the Shareholders, who designate Loretta Higgins, Officer and Director, to issue an immediate call for the meeting.

Section 1.2 Special Meetings. Special Meeting of the Shareholders shall be held… when requested in writing by 10% of the Shareholders shall be called for a date not less than ten or more than sixty days after the request is made. O.C.G.A. Section 14-2-702 allows for the bylaws to govern the percentage of shareholders who can call a special meeting as well as the notice requirements, and also states that the record date is the date the first shareholder signs the demand. Section 1.2 of the bylaws of the Company states: "Special meeting of the shareholders shall be held …….when requested in writing by the holders of not less than ten (10%) percent of all the shares entitled to vote at the meeting."

Pursuant to Section 1.4 of the bylaws of the Company, written notice is hereby being provided to the shareholders by depositing this notice to all shareholders of record through in the US mail on March 12th, 2015 as well as delivering such notice personally via electronic transmission.

Record Date is set on March 12, 2015 pursuant to Section 1.4 of the By-Laws and O.C.G.A. 14-2-702(e).

There is a Proxy attached hereto for those of you who wish to vote but are unable to attend the meeting.

PROXY

Proposal to decrease the Board from three directors to one director and elect as the one director:

Loretta Higgins

Shareholder proposal to elect the following three Directors with Carlos Ryerson remaining a Director replacing Loretta Higgins and John Higginbotham:

Paul Cornell, Randy Nichols and Carlos Ryerson.

You may vote in person or by proxy pursuant to *O.C.G.A.Section 14-2-722*.

This Proxy may be used to appoint someone to vote your shares. Any copy, electronic transmission or fax shall serve as an original for voting pursuant to O.C.G.A. Section14-2-722(5)(i). The Matter called upon to vote shall be as follows:

CHECK THE BOX IN FRONT OF THE PROPOSAL WHICH YOU ARE VOTING FOR YOU MAY ONLY CHOOSE ONE.

☐ **LORETTA HIGGINS TO REMAIN AS DIRECTOR, REMOVING CARLOS RYERSON AND JOHN HIGGINBOTHAM**

☐ **ELECT PAUL CORNELL AND RANDY NICHOLS AS DIRECTORS AND CONFIRM CARLOS RYERSON IS TO REMAIN AS DIRECTOR OF THE COMPANY FOR THE TERM PREVIOUSLY ELECTED REMOVING LORETTA HIGGINS AND JOHN HIGGINBOTHAM AS DIRECTORS**

That I,_____ own _____ shares of AMSA and pursuant to O.C.G.A. Section 14-2-722, hereby appoint Loretta Higgins as my attorney-in-fact to vote these shares as set forth herein pursuant to *O.C.G.A. 14-2-722*.

Signed on this the ___ day of March, 2015.

_____

Electronic copies in advance of meeting may be emailed to

lhiggins@americanseniors.org, OR Faxed to 832-201-9486.

WAIVER OF NOTICE

I_____ own _____ shares of AMSA, and pursuant to O.C.G.A. Section 14-2-706 waive notice to the meeting of the shareholders of the Company called for March 23, 2015 in Atlanta, Georgia, and authorize Loretta Higgins, my attorney-in-fact to vote my shares in favor of the proposal noted in my proxy above, in advance of such meeting, should proxies be signed in favor of such proposal by the holders of the outstanding stock having not less than the minimum number of vote to constitute a quorum at such meeting.

_____

Shareholder